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**Presentment Date and Time:
January 8, 2015 at 2:00 P.M.**

Sarah Link Schultz (*Pro Hac Vice* Pending)
Michael P. Cooley (Bar No. MC – 1214)
AKIN GUMP STRAUSS HAUER & FELD, LLP
1700 Pacific Avenue, Suite 4100
Dallas, TX 75201-4624
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Facsimile: (214) 969-4343

Proposed Counsel to the Debtors and Debtors-in-Possession

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

In re:

J&B PARTNERS MANAGEMENT, LLC, *et al.*,¹

Debtors.

)
) Chapter 11
)
) Case No. 15-[] (____)
)
) (Joint Administration Requested)
)

**DEBTORS' MOTION FOR ORDER AUTHORIZING THE DEBTORS TO FILE A
CONSOLIDATED LIST OF THE OF THE DEBTORS' 20 LARGEST UNSECURED
CREDITORS**

The above-captioned debtors and debtors in possession (collectively, the "Debtors") file
this motion (this "Motion") for the entry of an Order (the "Order"), substantially in the form

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: J & B Partners Management LLC (1366); J & B Restaurant Partners of Long Island Holding Co., LLC (8712); J & B Restaurant Partners of NYDMA, LLC (7161); J & B Restaurant Partners of Massapequa Park, LLC (5849); J & B Restaurant Partners of Middle Island, LLC (4746); J & B Restaurant Partners of Shirley, LLC (3799); J & B Restaurant Partners of Long Island, LLC (8717); J & B Restaurant Partners of Long Island II, LLC (9901); J & B Real Estate Partners of Long Island, LLC (4550); J & B Real Estate Partners of Long Island II, LLC (9904); J & B Restaurant Partners of NJ, LLC (4102). The location of the Debtors' corporate headquarters and the Debtors' service address is: 4000 Veterans Memorial Hwy, 2nd Floor, Bohemia, New York, 11716.

attached hereto as **Exhibit A** (the “Order”), file this motion (this “Motion”) for the entry of an order, substantially in the form attached hereto as **Exhibit A**, authorizing the Debtors to (a) prepare file a consolidated list of the Debtors’ 20 largest unsecured creditors, and (d) granting such other relief as is just and proper. In support of this Motion, the Debtors respectfully state as follows.

Jurisdiction and Venue

1. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2).
2. Venue is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409.
3. The statutory bases for the relief requested herein are sections 105(a), 342(a) and 521 of title 11 of the United States Code (the “Bankruptcy Code”), Rules 1007(a)(1) and (d) and 2002(a) and (f) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and Rule 1007-1 of the Local Bankruptcy Rules for the Southern District of New York (the “Local Bankruptcy Rules”).
4. The facts and circumstances supporting this Motion are set forth in the Declaration of Dawn Petite, Chief Operating Officer, in Support of the Debtors’ Chapter 11 Petitions and First Day Motions (the “First Day Declaration”), filed contemporaneously herewith.

Relief Requested

5. By this Motion, the Debtors seek entry of an order, in accordance with the Court’s Amended General Order M-192 dated March 16, 1998, (a) authorizing the Debtors to file a consolidated list of the Debtors’ 20 largest unsecured creditors (the “Top 20 Creditors List”), and (b) granting such other relief as is just and proper.

Background

6. On the date hereof (the “Petition Date”), each of the Debtors filed a petition with the Court under chapter 11 of the Bankruptcy Code (collectively, the “Chapter 11 Cases”). The

Debtors are operating their business and managing their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No request for the appointment of a trustee or examiner has been made in the Chapter 11 Cases, and no committees have been appointed or designated. Concurrently with the filing of this Motion, the Debtors have requested procedural consolidation and joint administration of the Chapter 11 Cases.

Basis for Relief

7. There are 11 Debtor entities involved in these Chapter 11 Cases. The Debtors hold an aggregate of approximately \$18.3 million in liabilities. The Debtors estimate that they have over 175 potential creditors² or other parties in interest on a consolidated basis.³

I. Cause Exists To Authorize the Debtors to File a Single Consolidated List of the Debtors' 20 Largest Unsecured Creditors.

8. Bankruptcy Rule 1007(d) provides that a debtor shall file "a list containing the name, address, and claim of the creditors that hold the 20 largest unsecured claims, excluding insiders." Fed. R. Bankr. P. 1007(d). Because many creditors are shared amongst certain of the Debtors and the Debtors operate as a single business enterprise, the Debtors request authority to file a single, consolidated list of their 20 largest general unsecured creditors.

9. The exercise of compiling separate top 20 creditor lists for each individual Debtor would consume an excessive amount of the Debtors' time and resources. Further, the Debtors believe a single, consolidated list of the Debtors' 20 largest unsecured, non-insider creditors will aid the U.S. Trustee in its efforts to communicate with these creditors. As such, the Debtors believe that filing a single consolidated list of the 20 largest unsecured creditors in these Chapter 11 Cases is appropriate. Courts in this jurisdiction and others have approved relief similar to the relief requested in this Motion with respect to filing a single consolidated list of the largest unsecured

² The 175 creditors referenced do not include employees.

creditors of debtor and its debtor affiliates. *See, e.g., In re Citadel Broad. Corp.*, Case No. 09-17442 (Bankr. S.D.N.Y. Dec. 22, 2009); *In re The Reader's Digest Ass'n, Inc.*, Case No. 09-23529 (Bankr. S.D.N.Y. Aug. 26, 2009); *In re Lear Corp.*, Case No. 09-14326 (Bankr. S.D.N.Y. July 7, 2009); *In re ION Media Networks, Inc.*, Case No. 09-13125 (Bankr. S.D.N.Y. May 21, 2009); *In re Charter Commc'ns, Inc.*, Case No. 09-11435 (Bankr. S.D.N.Y. Mar. 30, 2009); *In re Tronox Inc.*, Case No. 09-10156 (Bankr. S.D.N.Y. Jan. 13, 2009); *In re Ziff Davis Media Inc.*, Case No. 08-10768 (Bankr. S.D.N.Y. Mar. 11, 2008); *In re Wellman, Inc.*, Case No. 08-10595 (Bankr. S.D.N.Y. Feb. 26, 2008); *In re DJK Residential LLC*, Case No. 08-10375 (Bankr. S.D.N.Y. Feb. 5, 2008).

Satisfaction of Bankruptcy Rule 6004(a) and 6004(h)

10. To implement the foregoing successfully, the Debtors request that the Court enter an order providing that notice of the relief requested herein satisfies Bankruptcy Rule 6004(a) and that the Debtors have established cause to exclude such relief from the 14-day stay period under Bankruptcy Rule 6004(h).

Notice

11. No trustee or examiner has been appointed in these chapter 11 cases. Notice of this Motion has been provided to: (a) the Office of the United States Trustee for the Southern District of New York; (b) General Electric Capital Corporation, GE Capital Commercial of Utah LLC, GE Capital Bank, and their counsel; (c) Friendly's Franchising, LLC; (d) the entities listed on the Consolidated List of Creditors Holding the 20 Largest Unsecured Claims; (e) the Internal Revenue Service; (f) all landlords of the Debtors; and (g) those parties who have formally filed a request for notice in the Chapter 11 Cases pursuant to Bankruptcy Rule 2002. The Debtors submit that, in light of the nature of the relief requested, no other or further notice need be given.

No Prior Request

12. No prior request for the relief sought in this Motion has been made to this or any other court.

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WHEREFORE, the Debtors respectfully request that the Court enter orders granting the relief requested herein and granting such other and further relief as is just and proper.

Dated: January 6, 2015
White Plains, New York

**SHACKELFORD MELTON McKINLEY &
NORTON LLP**

/s/ Rakhee V. Patel

Rakhee V. Patel, Pro Hac Vice Motion Pending
Frances A. Smith, Pro Hac Vice Motion Pending
3333 Lee Parkway, Tenth Floor
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fsmith@shackelfordlaw.net

AKIN GUMP STRAUSS HAUER & FELD LLP

/s/ Michael P. Cooley

Sarah Link Schultz, Pro Hac Vice Motion Pending
Michael P. Cooley (Bar No. MC-1214)
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Dallas, TX 75201-4624
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mcooley@akingump.com

Proposed Counsel to the Debtors and Debtors-in-Possession

EXHIBIT A

Proposed Order

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

_____)	
In re:)	Chapter 11
)	
J&B PARTNERS MANAGEMENT LLC, et al., ³)	Case No. 15-[] (____)
)	
Debtors.)	(Joint Administration Requested)
_____)	

**ORDER AUTHORIZING THE DEBTORS TO FILE A CONSOLIDATED LIST OF THE
OF THE DEBTORS' 20 LARGEST UNSECURED CREDITORS**

Upon the motion (the "Motion")⁴ of the Debtors, as debtors and debtors in possession (collectively, the "Debtors"), for entry of an order (this "Order") authorizing the Debtors to file a consolidated list of the Debtors' 20 largest unsecured creditors, all as more fully set forth in the Motion; and upon the First Day Declaration; and this Court having found that it has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and this Court having found that consideration of the Motion and the relief requested therein is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and this Court having found that venue in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the relief requested in the Motion is in the best interests of the Debtors' estates, their creditors, and other parties in interest; and due and proper notice of the Motion having been provided, and this Court having found that no other or

³ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, include: J & B Partners Management LLC (1366), J & B Restaurant Partners of Long Island Holding Co., LLC (8712), J & B Restaurant Partners of NYDMA LLC (7161), LLC J & B Restaurant Partners of Massapequa Park, LLC (5849), J & B Restaurant Partners of Middle Island, LLC (4746), J & B Restaurant Partners of Shirley, LLC (3799), J & B Restaurant Partners of Long Island, LLC (8717), J & B Restaurant Partners of Long Island II, LLC (9901), J & B Real Estate Partners of Long Island, LLC (4550), J & B Real Estate Partners of Long Island II, LLC (9904), and J & B Restaurant Partners of NJ, LLC (4102). The location of the Debtors' corporate headquarters and the Debtors' service address is 4000 Veterans Memorial Hwy., 2nd Floor, Bohemia, New York, 11716.

⁴ All capitalized terms used but otherwise not defined herein shall have the meanings set forth in the Motion.

further notice need be provided; and this Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing before this Court (the "Hearing"); and this Court having determined that the legal and factual bases set forth in the Motion and in the First Day Declaration, and at the Hearing, establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

1. The Motion is granted to the extent provided herein.
2. The Debtors are authorized to file a consolidated list of the 20 largest unsecured creditors in the Debtors' Chapter 11 Cases in lieu of each Debtor filing a list of its 20 largest unsecured creditors.
3. Notice of the Motion as provided therein shall be deemed good and sufficient notice.
4. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.
5. All time periods set forth in this Order shall be calculated in accordance with Bankruptcy Rule 9006(a).
6. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.
7. The Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

White Plains, New York
Date: _____, 2015

United States Bankruptcy Judge

EXHIBIT B

Consolidated List of Creditors Holding 20 Largest Claims

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	Chapter 11
J & B PARTNERS MANAGEMENT LLC, <i>et al.</i> , ⁵)	Case No. 15-[] ()
Debtors.)	(Joint Administration Requested)
)	

CONSOLIDATED LIST OF THE DEBTORS' 20 LARGEST UNSECURED CREDITORS

The Debtor in this chapter 11 case and certain affiliated entities (collectively, the “Debtors”) each filed a petition in this Court on the date hereof for relief under chapter 11 of title 11 of the United States Code. Contemporaneously with the filing of their petitions, the Debtors filed a motion requesting, among other things, authority to file a consolidated list of the 20 largest unsecured creditors of the Debtors (the “Top 20 List”) in lieu of a separate list for each of the Debtors. The top 20 List is based on the Debtors’ books and records as of approximately January 5, 2015 and was prepared in accordance with Rule 1007(d) of the Federal Rules of Bankruptcy Procedure for filing in the Debtors’ chapter 11 cases. The top 20 List does not include: (1) persons who come within the definition of “insider” set forth in 11 U.S.C. § 101(31); or (2) secured creditors, unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. The information presented in the Top 20 List shall not constitute an admission by, nor is it binding on, the Debtors.

	Name of creditor and complete mailing address, including zip code	Name, telephone number and complete mailing address including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed or subject to setoff	Amount of claim (if secured, also state value of security)
1	Friendly’s Ice Cream, LLC PO Box 40000-0701 Hartford, CT 06151-0701	T. Todd Schwendenmann, CFO & Treasurer Friendly’s Ice Cream, LLC 1855 Boston Road Wilbraham, MA 01095	Trade		\$599,518.00

⁵ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, include: J & B Partners Management LLC (1366), J & B Restaurant Partners of Long Island Holding Co., LLC (8712), J & B Restaurant Partners of NYDMA LLC (7161), LLC J & B Restaurant Partners of Massapequa Park, LLC (5849), J & B Restaurant Partners of Middle Island, LLC (4746), J & B Restaurant Partners of Shirley, LLC (3799), J & B Restaurant Partners of Long Island, LLC (8717), J & B Restaurant Partners of Long Island II, LLC (9901), J & B Real Estate Partners of Long Island, LLC (4550), J & B Real Estate Partners of Long Island II, LLC (9904), and J & B Restaurant Partners of NJ, LLC (4102). The location of the Debtors’ corporate headquarters and the Debtors’ service address is 4000 Veterans Memorial Hwy., 2nd Floor, Bohemia, New York, 11716.

	Name of creditor and complete mailing address, including zip code	Name, telephone number and complete mailing address including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed or subject to setoff	Amount of claim (if secured, also state value of security)
		Tel. (413) 731-4136 Fax (413) 731-4452 e-mail: todd.schwendenmann@friendl ys.com			
2	PSE&G LI PO Box 888 Hicksville, NY 11802	PSEG LI Attn: Bankruptcy 15 Park Drive Melville, NY 11747	Utility		\$88,391.00
3	O Ice, LLC 600 La Terraza Blvd. Escondido, CA 92025	O Ice, LLC 600 La Terraza Blvd. Escondido, CA 92025	Landlord		\$76,815.00
4	Rockaway Center Assoc. c/o Simon Properties PO Box 35466 Newark, NJ 07193-5466	Rockaway Center Assoc. c/o Simon Properties PO Box 35466 Newark, NJ 07193-5466	Landlord		\$68,927.43
5	Centro NP LLC PO Box 74104 Cleveland, OH 44194-4104	Julia Muscella Tel: (617) 247-2200 Centro NP LLC PO Box 74104 Cleveland, OH 44194-4104	Landlord		\$54,571.11
6	Liberti & Sons Realty 75 Crystal Beach Blvd Moriches, NY 11955	John Liberti (631) 878-9559 Liberti & Sons Realty 75 Crystal Beach Blvd Moriches, NY 11955	Landlord		\$43,716.45
7	Willow Wood Associates Suite 200 500 Old Country Road Garden City, NY 11530	Molly Singh Tel: (516) 741-7400 Willow Wood Associates Suite 200 500 Old Country Road Garden City, NY 11530	Landlord		\$42,730.64
8	35 Hazlet LLC Attn: Brett Levine 227 East 56 th St. Suite 401 New York, NY 10022	Brett Levine 35 Hazlet LLC 227 East 56 th St. Suite 401 New York, NY 10022	Landlord		\$38,405.91
9	Levittown Associates, LLC 326 Jericho Turnpike Syosset, NY 11791-4507	Ron Gavilanes Tel: (516) 297-0927 Levittown Associates, LLC 326 Jericho Turnpike Syosset, NY 11791-4507	Landlord		\$37,376.42
10	Petro Realty, LLC 935 Route 34, Suite 3A Matawan, NJ 07747	Petro Realty, LLC 935 Route 34, Suite 3A Matawan, NJ 07747	Landlord		\$32,000.01
11	State Street Bank as Custodian for PBGC 1200 Crown Colony Drive Quincy, MA 02169	Heidi Churchill Tel: (617) 722-7978 State Street Bank as Custodian for PBGC	Landlord		\$30,708.00

	Name of creditor and complete mailing address, including zip code	Name, telephone number and complete mailing address including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed or subject to setoff	Amount of claim (if secured, also state value of security)
	Attn: Steve DA	2 Ave. LaFayette Boston, MA 02111			
12	Barnett Associates Inc. 61 Hilton Avenue Garden City, NY 11530	Tel: (516) 877-2861 Fax: (516) 248-7905	Professional Fees		\$30,000.00
13	Einbinder & Dunn, LLP 104 West 40 th St. New York, NY 10018	Michael Einbinder Tel: (212) 391-9500 Einbinder & Dunn, LLP 104 West 40th Street, Floor 20 New York, NY 10018	Professional Fees		\$29,153.85
14	CAJ Realty, LLC 252 Robby Lane Manhasset Hills, NY 11040	Frank Wang Tel: (516) 622-2359 CAJ Realty, LLC 252 Robby Lane Manhasset Hills, NY 11040	Landlord		\$26,309.00
15	Air Plus LLC PO Box 244 Deer Park, NY 11729	Air Plus LLC PO Box 244 Deer Park, NY 11729	Trade		\$24,485.00
16	GKS Property Mgmt – 399 Attn: Byung Song 49 West Wildwood Road Saddle River, NJ 07458	Byung Song GKS Property Mgmt – 399 49 West Wildwood Road Saddle River, NJ 07458	Landlord		\$24,297.00
17	Irene Matthews 17 Riverdale Avenue Massapequa, NY 11758	Peter Matthews Tel: (516) 297-0927 17 Riverdale Avenue Massapequa, NY 11758	Landlord		\$24,200.00
18	The Little Red Wagon Plumbing and Heating 1078 Callahan Bayshore, NY 11706	The Little Red Wagon Plumbing and Heating 1078 Callahan Bayshore, NY 11706	Trade		\$23,269.00
19	Triangle Properties, Inc. 20 Executive Plaza Suite 300C Jericho, NY 11753	Rick Yaffe Tel: (631) 421-1000 Triangle Properties, Inc. 20 Executive Plaxa Suite 300C Jericho, NY 11753	Landlord		\$22,703.00
20	PMA Mineola Realty, LLC 60 Cutter Mill Road Great Neck, NY 11021	Christina Sun Tel: (516) 487-5900 PMA Mineola Realty, LLC 60 Cutter Mill Road Great Neck, NY 11021	Landlord		\$20,036.00

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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK
WHITE PLAINS DIVISION**

IN RE: **J & B Partners Management, LLC**

Case No.

Chapter 11

**CONSOLIDATED LIST OF CREDITORS HOLDING
20 LARGEST UNSECURED CLAIMS**

Continuation Sheet No. 3

**DECLARATION UNDER PENALTY OF PERJURY
ON BEHALF OF A CORPORATION OR PARTNERSHIP**

I, the President of the Corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and behalf.

Date: _____

Signature: _____
Joseph Vitrano